

BANYAN GOLD CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE QUARTER ENDED JUNE 30 2022

Background

This discussion and analysis of financial position and results of operations is prepared as at August 24, 2022 and should be read in conjunction with the year-end financial statements and the accompanying notes for the quarter ended June 30, 2022 for Banyan Gold Corp. (the "**Corporation**", "**Company**", "**Issuer**" or "**Banyan**"). The financial statements, including comparatives, have been prepared using accounting policies consistent with International Financial Reporting Standards ("**IFRS**"). Except as otherwise disclosed, all dollar figures included therein and in the following Management Discussion and Analysis ("**MD&A**") are quoted in Canadian dollars.

This MD&A contains "forward-looking statements" that are subject to risk factors set out in the cautionary statement below. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com and at www.banyangold.com.

Cautionary Note Regarding Forward-Looking Statements

Consequently, all of the forward-looking statements made in this MD&A are qualified by these cautionary statements and other cautionary statements or factors contained herein, and there can be no assurance that the actual results or developments will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, Banyan. These forward-looking statements are made as of the date of this MD&A. Except as required by applicable securities legislation, we assume no obligation to update publicly or revise any forward-looking statements to reflect subsequent information, events, or circumstances.

Company Overview

The Company was incorporated by a Certificate of Incorporation issued pursuant to the provisions of the Alberta Corporations Act ("**ABCA**") on July 26, 2010 under the name Banyan Coast Capital Corp, which was subsequently changed to Banyan Gold Corp under a certificate of amendment on February 14, 2013. On November 24, 2010, the Company became a reporting issuer in the Provinces of British Columbia, Alberta, Saskatchewan and Ontario.

Banyan completed its IPO and commenced trading on January 27, 2011 on the TSX Venture Exchange and trades under the symbol BYN.

Banyan is in the business of exploration and development of mineral properties. The Company currently holds three (3) main projects in the mining friendly Yukon Territory.

AurMac Project

The Company's flagship asset is the AurMac Project (formerly "**Aurex-McQuesten**") located in the Mayo Mining District.

The Corporation has earned a 51% interest in and has the right to earn a 100% interest in each of the Aurex Property and McQuesten Property. The original Aurex and McQuesten gold properties are contiguous, comprising 8,230 hectares and approximately 1,000 hectares and are both highly prospective for intrusive-related gold mineralization, and include areas of historic gold production (lode and placer), in the prolific Mayo Mining District, Yukon Territory. The Company has staked additional 100% owned claims around the original properties and has brought the AurMac project up to approximately 173 square kilometres in size.

On May 17, 2022, a new four million ounce resource update was reported for the AurMac Project and a supporting NI 43-101 technical report was prepared by Marc Jutras of Ginto Consulting Inc. and filed on SEDAR on June 29, 2022.

Table 1: Pit-Constrained Inferred Mineral Resources – AurMac Property

Deposit	Au Cut-Off g/t	Tonnage M Tonnes	Average Au Grade g/t	Au Content k oz
Airstrip	0.2	42.5	0.64	874
Powerline	0.2	152.0	0.59	2,898
Aurex Hill	0.3	12.5	0.53	215
Total Combined	0.2 - 0.3	207.0	0.60	3,990

Notes:

1. The effective date for the Resource Estimate is May 13, 2022.
2. Mineral resources which are not mineral reserves do not have demonstrated economic viability. The Resource Estimate may be materially affected by environmental, permitting, legal, title, taxation, sociopolitical, marketing, changes in global gold markets or other relevant issues.
3. The definitions of inferred mineral resources that are contained in the Definition Standards of the Canadian Institute of Mining, Metallurgy and Petroleum ("CIM Definition Standards"), which are incorporated by reference into National Instrument 43-101, Standards of Disclosure for Mineral Projects ("NI 43-101") were followed to classify the mineral resources in the Resource Estimate. The quantity and grade of reported inferred mineral resources in this estimation are uncertain in nature and there has been insufficient exploration to define these inferred mineral resources as an indicated mineral resource and it is uncertain if further exploration will result in upgrading them to an indicated or measured mineral resource category.
4. Mineral resources are reported at a cut-off grade of 0.2 g/t Au for the Airstrip and Powerline deposits and 0.3 g/t Au for the Aurex Hill deposits, using a US\$/CAN\$ exchange rate of 0.75 and constrained within an open-pit shell optimized with the Lerchs-Grossman algorithm to constrain the Mineral Resources with the following estimated parameters: gold price of US\$1,700/ounce, US\$2.50/t mining cost, US\$5.50/t processing cost, US\$2.00/t G+A, 80% heap leach recoveries, and 45° pit slope. The gold price and cost assumptions are consistent with current pricing assumptions and costs, and in particular are consistent with those employed for recent technical reports for similar pit-constrained Yukon gold projects.
5. The number of tonnes was rounded to the nearest hundred thousand. The number of ounces was rounded to the nearest thousand and final result to three significant figures. Any discrepancies in the totals are due to rounding effects.

Nitra Claims

The Nitra Claims were staked between F2020 and F2021 and are comprised of 1,442 claims covering 296 km². They begin approximately 5 km to the west of the AurMac Project and are 100% owned with no underlying royalties.

Hyland Gold Project

The Company's second major asset is the Hyland Gold Project located in the Watson Lake mining district. The Hyland Main Zone Indicated Gold Resource Estimate, prepared in accordance with NI 43-101, at a 0.3 g/t gold equivalent cut-off, contains 8.6 million tonnes grading 0.85 g/t AuEq for 236,000 AuEq ounces with an Inferred Mineral Resource of 10.8 million tonnes grading 0.83 g/t AuEq for 288,000 AuEq ounces.

Classification	Cut-off Grade (AuEq g/t)	In situ Tonnes	Au Grade (g/t)	Au Oz	Ag Grade (g/t)	Ag Oz	AuEq Grade (g/t)	AuEq Oz
Indicated	0.3	8,637,000	0.78	216,000	7.04	1,954,000	0.85	236,000
Inferred	0.3	10,784,000	0.77	266,000	5.32	1,845,000	0.83	288,000

Notes:

1. *Mineral resources which are not mineral reserves do not have demonstrated economic viability. All figures are rounded to reflect the relative accuracy of the estimate.*
2. *Mineral resources are reported at a cut-off grade of 0.3 g/t AuEq. AuEq grade is based on \$1,350.00/oz Au, \$17.00/oz Ag and assumes a 100% recovery. The AuEq calculation does not apply any adjustment factors for difference in metallurgical recoveries of gold and silver. This information can only be derived from definitive metallurgical testing which has yet to be completed.*

*News Release March 22, 2018 and Technical Report filed May 2, 2018 can be found on SEDAR and www.banyangold.com.

CORPORATE RESULTS

Results of Operations

During the quarter, Banyan continued to focus on exploring projects that meet our selection criteria:

- Geology
- Multi-million ounce potential
- Road access (Infrastructure)

To this end, the Company has spent approximately \$5.28 million on exploration during the quarter on its key AurMac project and is in the midst of ongoing exploration program on this project.

Financing

On the corporate front, the Corporation completed an upsized private placement of \$17 million consisting of 16,210,500 Charity Flow Through Shares priced at \$0.63 per share for gross proceeds of \$10,212,615.00; 5,334,000 Flow Through Shares priced at \$0.55 per share for gross proceeds of \$2,933,700.00; and 8,662,321 Shares priced at \$0.45 for gross proceeds of \$3,898,044.45.

The Company intends to use the net proceeds from the Private Placement to advance its mineral exploration and development projects and for general corporate purposes.

The flow through gross proceeds component received from the sale to subscribers of the Charity Flow Through Shares and Flow Through Shares will be used to incur “Canadian exploration expenses” as defined in subsection 66.1(6) of the *Income Tax Act* (Canada) (the “**Tax Act**”) on the Company’s properties in the Yukon Territory and renounced to such subscribers effective not later than December 31, 2022. Such Canadian exploration expenses will also qualify as “flow-through mining expenditures” as defined in subsection 127(9) of the Tax Act.

In connection with the Private Placement, the Company paid finder’s fee in cash of \$316,107.40 on a portion of the funds raised.

All securities issued pursuant to the Private Placement are subject to, among other things, a hold period of four months and one day in accordance with applicable securities laws.

Insiders of the Company, including Victoria Gold Corp. (“**Victoria**”), participated in the Private Placement for \$1,032,499.80 and 2,294,444 shares. Such participation represents a related party transaction under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“**MI 61-101**”), but the transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of the subject matter of the transaction, nor the consideration paid for, the transaction, insofar as it involves interested parties, exceed 25% of the Company’s market capitalization.

Royalty Purchase

During the Quarter, the Company completed a Royalty Purchase Agreement (the “**Royalty Purchase Agreement**”) from the Estate of Jim McFaul (the “**Vendor**”), whereby Banyan has purchased 100% of the Vendor’s royalty interest on 97 claims, known as the McFaul Claims, within the Aurex Claim Block of the AurMac Property. The Vendor had been granted Royalty Interests under a Net Smelter Royalty Agreement dated November 23, 1992. The McFaul Claims cover key target areas on the AurMac Property and include portions of the Company’s Powerline and Aurex Hill deposits.

Under the terms of the Royalty Purchase Agreements, Banyan will jointly establish a scholarship in partnership with Jim McFaul’s brothers, Gordon and William McFaul, in the name of Jim McFaul and Banyan, at the Yukon Foundation, for students studying in fields related to geology and mining. The scholarship plans to award \$5,000 annually to a successful candidate.

The scholarship is dedicated to the late geologist, Jim McFaul (“**McFaul**”). McFaul was born in Regina in 1952 and completed a degree in geology at the University of British Columbia. He began working with United Keno Hill Mines Ltd. in the seventies and was a key member of a team of geologists who discovered millions of ounces of silver. From 1990 until his death in 2012, he served on the boards of the Yukon Chamber of Mines and the Yukon Prospectors Association.

Exploration Highlights

Drilling on the AurMac project resumed on January 26, 2022 and had completed 17,000 metres (“**m**”) of a drilling during the third quarter.

Q3 F2022 AurMac Received Drilling Highlights:

During the quarter, the Company received the following assay highlights from the 2022 drill program:

- **15.5 metres (“m”) of 1.31 g/t Au from 186.9 m in DDH AX-21-181**
- **34.5 m of 1.29 g/t Au from 133.1 m in DDH AX-21-186**
- **53.3 m of 0.76 g/t Au from 61.0 m in DDH AX-21-188**
- **36.5 m of 0.56 g/t Au from 169.2 m in DDH AX-21-188**
- **15.5 m of 2.18 g/t Au from 35.0 m in DDH AX-21-189**
- **38.2 m of 0.60 g/t Au from 76.1 m in DDH AX-21-190**
- **50.3 m of 0.46 g/t Au from 50.3 m in DDH AX-21-192**
- **100.8 m of 0.37 g/t Au from 47.0 m in DDH AX-21-196**
- **21.2 m of 3.02 g/t Au from surface (4.6m) in DDH AX-21-198**
- **48.9 m of 0.53 g/t Au from 62.4m in DDH AX-21-203**
- **32.1 metres (“m”) of 0.78 g/t Au from surface (13.7 m) in DDH AX-22-205**
- **34.8 m of 1.07 g/t Au from surface (7.9 m) in DDH AX-22-206**
- **33.9 m of 0.74 g/t Au from 54.2 m in DDH AX-22-207**
- **22.5 m of 1.07 g/t Au from 22.5 m in DDH AX-22-208**

**True widths are estimated to be greater than 90% of the reported intervals.*

Updates to the Aurex-McQuesten Agreements:

On April 26, 2022, Victoria Gold Corp. (“Victoria”) purchased the underlying interest on the McQuesten property from Alexco Resource Corporation (“Alexco”) which will entitle Victoria to receive payments from Banyan of \$600,000 in cash or shares by December 2023 and \$2 million cash or shares by December 2025, as well as acquire the underlying NSR royalty interest from the original agreement with Alexco. The original option agreement was modified to remove the requirement for a Pre-Feasibility Study by 2025 and move the requirement for the PEA from 2023 to 2025 (earn in to 100%). The standstill with Victoria Gold at 19.9% remains and all other substantive terms of the option agreement remain unchanged.

Qualified Person

Paul D. Gray, P.Geo., Vice President of Exploration for the Company, is a “qualified person” as defined under NI 43-101 and has reviewed and approved property disclosure content of this report.

Analysis of property expenditures:

	*Aurex	*McQuesten	Nitra	*Aurex Extension	Hyland	Total
Balance, Sept 30, 2020	1,733,434	2,274,003	134,097	67,087	3,679,053	7,887,674
Acquisition costs	172,500	92,000	3,800	-	-	268,300
Government Grant received	(3,000)	(3,000)	(40,000)	-	-	(46,000)
Exploration & evaluation expenses capitalized	4,097,798	863,186	56,317	24,923	51,260	5,093,484
Balance, June 30, 2021	6,000,732	3,226,189	154,214	92,010	3,730,313	13,203,458
Balance, Sept 30, 2021	9,268,639	3,278,399	364,352	92,010	3,850,346	16,853,746
Acquisition costs	150,000	-	10,500	-	-	160,500
Government Grant received	-	-	(40,000)	-	-	(40,000)
Exploration & evaluation expenses capitalized	12,517,636	68,750	89,073	-	1,052	12,676,511
Balance, June 30, 2022	21,936,276	3,347,149	423,925	92,010	3,851,398	29,650,758

*These Properties are collectively referred to as AurMac Property or Project in Corporate disclosure documents.

Selected Financial Information

The following selected financial information is derived from the audited financial statements of the Company prepared in accordance with International Financial Reporting Standards (“IFRS”).

Fiscal Quarters of the Fiscal Year Ended September 30, 2022

All in \$ Cdn	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Operations				
Revenues	\$ -	\$ -	\$ -	
Expenses	(1,140,698)	(367,205)	(269,006)	
Comprehensive (loss)/profit	(1,140,698)	(367,205)	(296,006)	
Loss Per Share – Basic & Fully Diluted	(0.01)	(0.00)	(0.00)	
Balance Sheet				
Working Capital	8,920,251	5,267,083	15,693,706	
Total Assets	\$ 30,530,046	\$ 31,136,539	\$ 49,033,336	
Total Long-Term Liabilities	Nil	Nil	Nil	

Fiscal Quarters of the Fiscal Year Ended September 30, 2021

All in \$ Cdn	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Operations				
Revenues	\$ –	\$ –	\$ –	\$ –
Expenses	547,510	189,268	718,850	305,271
Comprehensive (loss)/profit	(547,510)	(189,268)	(655,587)	(1,523,481)
Loss Per Share – Basic & Fully Diluted	0.00	0.00	0.00	(0.01)
Balance Sheet				
Working Capital	5,226,235	4,652,834	2,112,142	13,662,582
Total Assets	\$ 15,282,839	\$ 16,575,155	\$ 15,929,261	\$ 32,020,391
Total Long-Term Liabilities	Nil	Nil	Nil	Nil

Fiscal Quarters of the Fiscal Year Ended September 30, 2020

All in \$ Cdn	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Operations				
Revenues	\$ –	\$ –	\$ –	\$ –
Expenses	(118,136)	109,219	207,504	1,426,324
Comprehensive (loss)/profit	118,136	(109,219)	(207,504)	(1,426,324)
Loss Per Share – Basic & Fully Diluted	0.00	0.00	0.00	0.01
Balance Sheet				
Working Capital	958,814	805,560	1,122,706	4,673,356
Total Assets	\$ 7,039,949	\$ 6,920,707	\$ 7,822,065	\$ 13,448,847
Total Long-Term Liabilities	Nil	Nil	Nil	Nil

Results of Operations

During the quarter, the Corporation completed an upsized private placement of \$17 million consisting of 16,210,500 Charity Flow Through Shares priced at \$0.63 per share for gross proceeds of \$10,212,615.00; 5,334,000 Flow Through Shares priced at \$0.55 per share for gross proceeds of \$2,933,700.00; and 8,662,321 Shares priced at \$0.45 for gross proceeds of \$3,898,044.45.

A further \$82,000 was raised through the exercise of stock options.

During the quarter ended June 30, 2022, the Company recorded a net loss after tax of \$(269,006) vs a loss of \$(655,587) during the prior year quarter ended June 30, 2021.

Major Variances

Stock Based Compensation. A decrease to \$66,631 vs \$523,310 in the prior year's quarter in total expense was incurred as the result of issuing stock options during the prior year quarter vs minor vesting of options during the current year's comparable quarter. This has accounted for the majority of the quarter's positive variance over prior year.

General & Admin Expenses. An increase to \$163,909 in the current year's quarter from the prior year's total of \$125,540. This increase is the result of increased operations, and specifically, increases in marketing (+\$10,257), amortization (+\$14,310), travel (+15,557) and training courses for field staff (+\$8,780).

Management Fees. Management fees rose in the current year quarter to \$122,650 vs \$70,000 in the prior year quarter reflecting increases in fees and additional staffing year over year to support additional activity on both the corporate and field staff level.

Additional Disclosure for General & Administrative Costs

Since the Corporation has no revenue from operations, the following is a breakdown of general and admin expenses and material costs incurred in the last two fiscal periods:

General & Admin Costs	Quarter Ended March 31, 2022	Quarter Ended June 30, 2021
General & Admin:		
Marketing	95,709	85,452
Amortization	21,602	7,292
Insurance	19,983	19,242
Travel	17,295	1,738
Training	8,780	–
Rent	2,829	1,269
Transfer Agent Fees	1,636	1,889
General Office	(3,925)	8,658

Liquidity and Capital Resources

The accompanying interim financial statements are presented on a going concern basis, which assumes the Company will continue to realize its assets and discharge its liabilities in the normal course of operations.

The Company does not generate cash flows from operations and has, therefore, relied principally on the issuance of equity securities to finance its operation activities to the extent that such instruments are issuable under terms acceptable to the Company.

If future financing is unavailable, the Company may not be able to meet its ongoing obligations, in which case the realizable values of its assets may decline materially from current estimates. The financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue operations.

From inception to June 30, 2022, the Company raised gross proceeds of \$52,309,265 from the sale of its common shares.

As at June 30, 2022, the Company had working capital of \$15,693,706 (2021 – \$2,112,142) which will be sufficient to fund the Company through fiscal 2023.

Off-Balance Sheet Arrangements

None

Proposed Transactions

None

Transactions with Related Parties

During the quarter, \$100,983 (2021 – \$70,000) was billed to the corporation by officers and directors of the Company. \$25,500 (2021 – \$18,750) has been billed to management fees by 1195472 Ontario Ltd. for the CFO. \$63,000 was charged by 44984 Yukon Inc. for management fees for Tara Christie, CEO (2021 – \$51,250). \$12,483 (2021 – Nil) was billed as directors fees.

Critical Judgments and Accounting Estimates

These financial statements, including comparatives have been prepared using accounting policies consistent with International Financial Reporting Standards (“**IFRS**”). The financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carry amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- i) the recoverability of receivables which are included in the statements of financial position;
- ii) the inputs used in accounting for stock-based compensation expense, which are included in the statement of operations;
- iii) recoverability of future income tax asset;
- iv) recoverability of exploration and evaluation expense asset;
- v) the valuation of the rehabilitation provision; and
- vi) the valuation of share-based payments transactions.

The Company’s significant accounting policies are detailed in Note 3 to the Annual Financial Statements.

New Standards and Interpretations

There were no new standards applicable to the Corporation during the quarter ended June 30, 2022.

Risks and Uncertainties

The Company’s financial performance is likely to be subject to the following risks:

The has no history of business or mining operations, revenue generation or production history. The Issuer was incorporated on July 26, 2010 and has yet to generate a profit from its activities. The Issuer will be subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that it will not achieve its growth objective. The Issuer anticipates that it may take several years to achieve positive cash flow from operations.

Exploration, Development and Operating Risks

The exploration for and development of minerals involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties which are explored are

ultimately developed into producing mines. There can be no guarantee that the estimates of quantities and qualities of minerals disclosed will be economically recoverable. With all mining operations there is uncertainty and, therefore, risk associated with operating parameters and costs resulting from the scaling up of extraction methods tested in pilot conditions. Mineral exploration is speculative in nature and there can be no assurance that any minerals discovered will result in an increase in the Issuer's resource base.

The Issuer's operations will be subject to all of the hazards and risks normally encountered in the exploration, development and production of minerals. These include unusual and unexpected geological formations, rock falls, seismic activity, flooding and other conditions involved in the extraction of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although precautions to minimize risk will be taken, operations are subject to hazards that may result in environmental pollution, and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Issuer.

Substantial Capital Requirements and Liquidity

Substantial additional funds for the establishment of the Issuer's current and planned exploration program and potential mining operations will be required. No assurances can be given that the Issuer will be able to raise the additional funding that may be required for such activities, should such funding not be fully generated from operations, mineral prices, environmental rehabilitation or restitution. Revenues, taxes, transportation costs, capital expenditures and operating expenses and geological results are all factors which will have an impact on the amount of additional capital that may be required. To meet such funding requirements, the Issuer may be required to undertake additional equity financing, which would be dilutive to shareholders. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Issuer or at all.

If the Resulting Issuer is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion, and pursue only those development plans that can be funded through cash flows generated from its existing operations.

Fluctuating Mineral Prices

The economics of mineral exploration is affected by many factors beyond the Issuer's control including, commodity prices, the cost of operations, variations in the grade of minerals explored and fluctuations in the market price of minerals. Depending on the price of minerals, it may be determined that it is impractical to continue the mineral exploration operation.

Mineral prices are prone to fluctuations and the marketability of minerals is affected by government regulation relating to price, royalties, allowable production and the importing and exporting of minerals, the effect of which cannot be accurately predicted. There is no assurance that a profitable market will exist for the sale of any minerals found on the Property(ies).

COVID-19

On March 11, 2020, the World Health Organization categorized COVID-19 as a pandemic. The potential economic effect within the Company's environment and in the global market due to the possible disruption in supply chains, and measures being introduced at various levels of government to curtail the spread of the virus (such as travel restrictions, closure of non-essential municipal and private operations, imposition of quarantines and social distancing) could have a material impact on the Company's operations.

The extent of the impact of this outbreak and related containment measures of the Company's operations cannot be reliably estimated at this time. Management continues to evaluate the impact of these events and review the Company's approach to capital management to ensure the Company's objectives are met.

Financing Risks and Dilution to Shareholders

The Issuer has limited financial resources. If the Issuer's exploration programs on the Property are successful, additional funds will be required for the purposes of further exploration and development. There can be no assurance that the Issuer will be able to obtain adequate financing in the future or that such financing will be available on favourable terms or at all. It is likely such additional capital will be raised through the issuance of additional equity which will result in dilution to the Issuer's shareholders.

Requirement for Permits and Licenses

A substantial number of additional permits and licenses may be required should the Issuer proceed beyond exploration; such licenses and permits may be difficult to obtain and may be subject to changes in regulations and in various operational circumstances. It is uncertain whether the Issuer will be able to obtain all such licenses and permits.

Competition

There is competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Issuer will compete with other mining companies, many of which have greater financial, technical and other resources than the Issuer, for, among other things, the acquisition of minerals claims, leases and other mineral interests, as well as for the recruitment and retention of qualified employees and other personnel.

Reliance on Management and Dependence on Key Personnel

The success of the Issuer is currently largely dependent upon the performance of its directors and officers and the ability to attract and retain its key personnel. The loss of the services of these persons may have a material adverse effect on the Issuer's business and prospects. The Issuer will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Issuer can maintain the service of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Resulting Issuer and its prospects.

No Mineral Reserves

Mineral reserves are, in the large part, estimates and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. Reserve estimates for properties that have not yet commenced production may require revision based on actual production experience. Market price fluctuations of metals, as well as increased production costs or reduced recovery rates may render mineral reserves containing relatively lower grades of mineralization uneconomic and may ultimately result in a restatement of reserves. Moreover, short-term operating factors relating to the mineral reserves, such as the need for orderly development of the ore bodies and the processing of new or different mineral grades may cause a mining operation to be unprofitable in any particular accounting period.

Environmental Risks

The Issuer's exploration and appraisal programs will, in general, be subject to approval by regulatory bodies. Additionally, all phases of the mining business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions and state and municipal laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with mining operations. The legislation also requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter

standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs.

Governmental Regulations and Licenses and Permits

The activities of the Issuer are subject to provincial and federal approvals, various laws governing prospecting, development, land resumptions, production taxes, labour standards and occupational health including potential Covid restrictions, mine safety, toxic substances and other matters. Although the Issuer believes that its activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities of exploration and mining, or more stringent implementation thereof, could have a material adverse impact on the business, operations and financial performance of the Issuer. Further, the licenses and permits issued in respect of its projects may be subject to conditions which, if not satisfied, may lead to the revocation of such licenses. In the event of revocation, the value of the Issuer's investments in such projects may decline.

Local Resident Concerns

Apart from ordinary environmental issues, work on, or the development and mining of the Property could be subject to resistance from local residents that could either prevent or delay exploration and development of the Property.

Conflicts of Interest

Certain of the directors and officers of the Issuer will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including mineral resource companies) and, as a result of these and other activities, such directors and officers of the Issuer may become subject to conflicts of interest. The Alberta Corporations Act ("**ABCA**") provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the Issuer, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the ABCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the ABCA.

Uninsurable Risks

Exploration, development and production operations on mineral properties involve numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences. It is not always possible to obtain insurance against all such risks and the Issuer may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could have an adverse impact on the Issuer's results of operations and financial condition and could cause a decline in the value of the Issuer Shares. The Issuer does not intend to maintain insurance against environmental risks.

Investor Relations Activities

The Company does not have any investor relations arrangements.

Financing Activities

Current Year Quarter – Shares Issued

	Number of Shares	Price	Funds Raised
Financings:	16,210,000	\$ 0.630	\$ 10,212,615
	5,334,000	\$ 0.550	\$ 2,933,700
	8,662,321	\$ 0.450	\$ 3,898,044
Stock Options Exercised:	450,000	\$ 0.120	\$ 54,000
	350,000	\$ 0.080	\$ 28,000

Current year

During the Quarter the Corporation completed a private placement of \$17 million consisting of 16,210,500 Charity Flow Through Shares priced at \$0.63 per share for gross proceeds of \$10,212,615.00; 5,334,000 Flow Through Shares priced at \$0.55 per share for gross proceeds of \$2,933,700.00; and 8,662,321 Shares priced at \$0.45 for gross proceeds of \$3,898,044.45.

Prior Year

During the quarter, the Company issued 1,000,000 shares on the exercise of stock options for \$75,000, 500,000 were exercised at \$0.065 and 500,000 at \$0.085.

Disclosure of Outstanding Share Data

Authorized and Issued capital stock:

- a) As of June 30, 2022:

Unlimited number of:

- Unlimited Class A voting common shares
- Unlimited Class B non-voting, common shares
- Unlimited Preferred Shares

All issued shares are fully paid

There were 258,398,549 Class A common shares issued and outstanding.

- b) Options Outstanding:

During the quarter ended June 30, 2022, 365,000 stock options vested at a Black Scholes calculated value of \$0.1826 per option.

At the end of the quarter ended June 30, 2022, the following share options were outstanding to directors, officers, employees and advisors:

Number	Exercise Price	Expiry Date
925,000	\$ 0.12	September 23, 2022
300,000	\$ 0.08	December 29, 2022
200,000	\$ 0.075	June 18, 2023
1,150,000	\$ 0.05	December 19, 2023
4,100,000	\$ 0.06	December 12, 2024
750,000	\$ 0.12	June 2, 2025
1,850,000	\$ 0.23	December 9, 2025
3,600,000	\$ 0.24	May 11, 2026
3,325,000	\$ 0.32	December 16 2026
400,000	\$ 0.395	February 24, 2027
16,600,000		

Subsequent Events

There have been no subsequent events.